

RECORDATION NO. 26212 FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

FEB 22 '06

4-46 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A. LESTER

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February 22, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Lease Agreement, dated as of February 21, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC  
One Financial Plaza  
Providence, Rhode Island 02901

Lessee: Martin Marietta Materials, Inc.  
2710 Wycliff Road  
Raleigh, North Carolina 27622

Mr. Vernon A. Williams  
February 22, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

61 gondola cars within the series MWAX 1316 - MWAX 1408 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Equipment Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 26212 FILED

FEB 22 '06 4:46 PM

SURFACE TRANSPORTATION BOARD



One Financial Plaza  
Providence, Rhode Island 02903-2305

FILED AND RECORDED WITH THE \_\_\_\_\_

On: \_\_\_\_\_

At: \_\_\_\_\_

And given Recordation No.: \_\_\_\_\_

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT dated as of February 21, 2006 by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Lessor") and Martin Marietta Materials, Inc., a North Carolina corporation ("Lessee"), as such agreement relates to Equipment Schedule No. 15814-11500-003 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 61 Gondola Cars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule of Equipment attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: February 21, 2006

Lessor:  
BANC OF AMERICA LEASING & CAPITAL, LLC  
By: [Signature]  
Name: Gina Cabral  
Title: Assistant Vice President

Lessee:  
MARTIN MARIETTA MATERIALS, INC.  
By: [Signature]  
Name: Jessica K. Henry  
Title: Sr. Vice President & Treasurer

STATE OF: Rhode Island

SS.

COUNTY OF: Providence

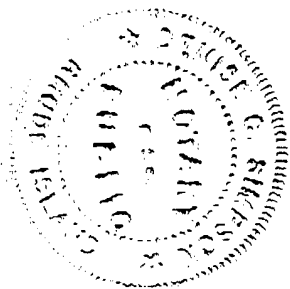
On February 22, 2006 before me, Denise C. Simpson, notary  
(Notary Name and Title)  
personally appeared Gina Cabral personally known to me (or

proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are  
subscribed to within the instrument and acknowledged to me that he/she/they executed the same  
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Denise C. Simpson 03/25/06

(Notary Seal)



STATE OF: North Carolina

SS.

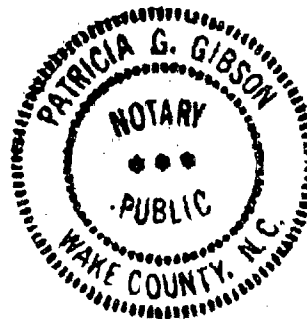
COUNTY OF: Wake

On February 22, 2006 before me, Patricia G. Gibson, Notary Public  
(Notary Name and Title)

personally appeared Janice K. Henry personally known to me (or  
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed  
to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the  
entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Patricia G. Gibson  
PATRICIA G. GIBSON  
(Notary Seal)



## SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: **MARTIN MARIETTA MATERIALS, INC.**

APPLICABLE RECOVERY PERIOD: 7 Years

CAR NUMBER
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**Vendor: National Steel Car Limited**

600 Kenilworth Avenue

P.O. box 2450

Hamilton, Ontario, Canada

L8N3J4

The following Equipment is initially located at: 8200 IH 10 West, Suite 600

San Antonio, TX 78230

61 Gondola Cars also described as "45 ft Gondola Cars"

**Invoice #37202      Martin Marietta      National Steel Car Limited**

<u>Car Number</u>	<u>Shop Number</u>	<u>Light Weight</u>	<u>Load Limit</u>
MWAX 1394	394	54,000	232,000
MWAX 1405	405	53,800	232,200
MWAX 1406	406	53,800	232,200
MWAX 1408	408	54,000	232,000

**Invoice #37189      Martin Marietta      National Steel Car Limited**

<u>Car Number</u>	<u>Shop Number</u>	<u>Light Weight</u>	<u>Load Limit</u>
MWAX 1316	316	53,800	232,200
MWAX 1319	319	53,700	232,300
MWAX 1320	320	53,600	232,400
MWAX 1325	325	54,000	232,000
MWAX 1326	326	54,000	232,000
MWAX 1338	338	54,200	231,800
MWAX 1345	345	54,100	231,900
MWAX 1348	348	54,000	232,000
MWAX 1349	349	53,800	232,200
MWAX 1350	350	53,900	232,100
MWAX 1351	351	54,000	232,000
MWAX 1352	352	54,100	231,900
MWAX 1357	357	53,900	232,100
MWAX 1358	358	54,100	231,900

## SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: **MARTIN MARIETTA MATERIALS, INC.**

APPLICABLE RECOVERY PERIOD: 7 Years

CAR NUMBER			
MWAX 1359	359	54,100	231,900
MWAX 1360	360	53,900	232,100
MWAX 1361	361	54,000	232,000
MWAX 1362	362	54,200	231,800
MWAX 1353	353	54,300	231,700
MWAX 1354	354	54,200	231,800
MWAX 1355	355	54,300	231,700
MWAX 1356	356	54,200	231,800
MWAX 1363	363	54,200	231,800
MWAX 1364	364	54,200	231,800
MWAX 1332	332	54,000	232,000
MWAX 1374	374	54,000	232,000
MWAX 1376	376	54,000	232,000
MWAX 1375	375	54,200	231,800
MWAX 1377	377	54,000	232,000
MWAX 1378	378	53,900	232,100
MWAX 1381	381	54,000	232,000
MWAX 1382	382	53,900	232,100
MWAX 1387	387	53,900	232,100
MWAX 1365	365	53,800	232,200
MWAX 1385	385	54,100	231,900
MWAX 1386	386	54,100	231,900
MWAX 1388	388	54,100	231,900
MWAX 1389	389	54,000	232,000
MWAX 1390	390	53,700	232,300
MWAX 1366	366	53,800	232,200
MWAX 1367	367	53,800	232,200
MWAX 1368	368	53,800	232,200
MWAX 1372	372	53,800	232,200
MWAX 1383	383	54,100	231,900
MWAX 1391	391	53,900	232,100
MWAX 1371	371	54,100	231,900
MWAX 1379	379	53,800	232,200
MWAX 1380	380	54,200	231,800
MWAX 1384	384	54,100	231,900
MWAX 1392	392	54,100	231,900
MWAX 1400	400	54,100	231,900
MWAX 1393	393	54,000	232,000
MWAX 1395	395	54,000	232,000
MWAX 1396	396	54,100	231,900

## SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: **MARTIN MARIETTA MATERIALS, INC.**

APPLICABLE RECOVERY PERIOD: 7 Years

CAR NUMBER			
MWAX 1399	389	54,000	232,000
MWAX 1401	401	54,300	231,700
MWAX 1407	407	54,200	231,800

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

**BANC OF AMERICA LEASING & CAPITAL, LLC**

By: *Gina Cabral*

Name: *Gina Cabral*

Title: *Assistant Vice President*

**MARTIN MARIETTA MATERIALS, INC.**

By: *Janice K. Henry*

Name: *Janice K. Henry*

Title: *Sr. Vice President & Treasurer*



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 22 February, 2006



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Robert W. Alvord